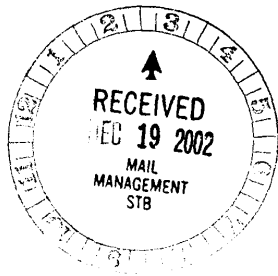


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December 19, 2002

BY HAND

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

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Re: Finance Docket No. 32760, Union Pacific Corporation,  
et al. -- Control and Merger -- Southern Pacific Rail  
Corporation, et al.

Dear Secretary Williams:

As reflected in the Joint Report Regarding Implementation of Section 12 of the BNSF Settlement Agreement filed by The Burlington Northern and Santa Fe Railway Company and Union Pacific Railroad Company on December 11, 2002 (UP/SP-398 – BNSF-106), BNSF and UP have reached an overall resolution of the issues described in the report relating to the adjustment of the trackage rights charges under the BNSF Settlement Agreement. Accordingly, BNSF hereby withdraws its Petition for Reconsideration (BNSF-105) filed on December 2, 2002.

If you have any questions in this regard, please contact the undersigned at (202) 263-3237. Thank you for your assistance.

Sincerely yours,

Adrian L. Steel, Jr.

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cc: All Parties of Record

Brussels Charlotte Chicago Cologne Frankfurt Houston London Los Angeles Manchester New York Palo Alto Paris Washington, D.C.  
Independent Mexico City Correspondent: Jauregui, Navarrete, Nader y Rojas, S.C.

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